ECORDATION NO. 25450-FILED

ALVORD AND ALVORD

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ATTORNEYS AT LAW

1050 SEVENTEENTH STREET, NW

SUITE 301

WASHINGTON, DC

20036

(202) 393-2266

FAX (202) 393-2156

August 5, 2005 E-MAIL alvordlaw@aol com

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SURFACE TRANSPORTATION BOARD

OF COUNSEL URBAN A LESTER

Mr. Vernon A. Williams Secretary Surface Transportation Board Washington, D.C. 20423

Dear Mr. Williams:

ELIAS C. ALVORD (1942)

ELLSWORTH C. ALVORD (1964)

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 13, dated as of July 29, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 1 previously filed with the Board under Recordation Number 25450.

The names and addresses of the parties to the enclosed document are:

Lessor: General Electric Railcar Services Corporation

161 North Clark Street, 7th Floor

Chicago, Illinois 60601

Lessee: NRG Power Marketing Inc.

211 Carnegie Center

Princeton, New Jersey 08540

Mr. Vernon A. Williams August 5, 2005 Page 2

A description of the railroad equipment covered by the enclosed document is:

130 GRL Coal Gondola railcars: PNJX 51360 -- PNJX 51489

A short summary of the document to appear in the index is:

Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 13.

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

Robert W. Alvord

RWA/anm Enclosures

MEMORANDUM OF RAILROAD CAR FULL SERVICE MASTER LEASING AGREEMENT AND RIDER NO. 13

This Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No.13 is made and entered by and between General Electric Railcar Services Corporation (hereinafter referred to as "Lessor") and NRG Power Marketing Inc (hereinafter referred to as "Lessee"), respecting that certain Railroad Car Full Service Master Leasing Agreement, dated as of February 18, 2005, between Lessor and Lessee (as supplemented, the "Master Lease") and that certain Rider No. 13, dated as of July 29, 2005, between Lessor and Lessee (the "Rider").

Pursuant to the provisions of the Master Lease and the Rider, Lessor and Lessee hereby affirm and acknowledge that:

- For good and valuable consideration, Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto, subject to the terms of the Master Lease and Rider.
- Lessor and Lessee further acknowledge and affirm that this Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No 13, is not a summary of the Master Lease and the Rider nor a complete recitation of the terms and provisions thereof. Accordingly, Lessor and Lessee hereby agree that in the event of a conflict between this Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 13 and the provisions of the Master Lease and the Rider, the provisions of the Master Lease and the Rider shall control.
- 3. This Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 13, is prepared only for the public record and is being recorded with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301(a) and with the Register General of Canada pursuant to Section 105 of the Canada Transportation Act (Canada).

[signature page follows]

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SURFACE TRANSPORTATION BOARD

STATE OF ILLINOIS

SS.

COUNTY OF COOK

On this _____ day of April. 2005, before me personally appeared James N. Muday to me personally known, who being duly sworn, stated that he/she is Vice President of General Electric Railcar Services Corporation. that said instrument was signed on behalf of said corporation by authority of its board of directors or equivalent governing body, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

My Commission Expires:

JEANNE A NELSON
NOTARY PUBLIC STETE DE ILLINOIS
My Commission Expires 02/20/2003

STATE OF NEW JERSEY)	
)	SS:
COUNTY OF MERCER).	

On this 29th day of July, 2005, before me personally appeared Ershel C. Redd, Jr, to me personally known, who being duly sworn, stated that he is Chairman, President and CEO of NRG Power Marketing Inc., that said instrument was signed on behalf of said corporation by authority of its board of directors or equivalent governing body, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

My Commission Cypins: 11/23/2009

Notal y Public

EXHIBIT A

Tenunt Mark Car Type Manufacturer PNJX 51360	Unit	AAR Reporting			
1 PNJX 51360 Aluminum Bethgon II Coal Car Johnstown America 3 PNJX 51362 Aluminum Bethgon II Coal Car Johnstown America 4 PNJX 51363 Aluminum Bethgon II Coal Car Johnstown America 5 PNJX 51364 Aluminum Bethgon II Coal Car Johnstown America 6 PNJX 51365 Aluminum Bethgon II Coal Car Johnstown America 7 PNJX 51366 Aluminum Bethgon II Coal Car Johnstown America 8 PNJX 51367 Aluminum Bethgon II Coal Car Johnstown America 9 PNJX 51368 Aluminum Bethgon II Coal Car Johnstown America 10 PNJX 51369 Aluminum Bethgon II Coal Car Johnstown America 10 PNJX 51369 Aluminum Bethgon II Coal Car Johnstown America 11 PNJX 51370 Aluminum Bethgon II Coal Car Johnstown America 12 PNJX 51371 Aluminum Bethgon II Coal Car Johnstown America 13 PNJX 51373 Aluminum Bethgon II Coal Car Johnstown America 14 PNJX 51373 Aluminum Bethgon II Coal Car Johnstown America 15 PNJX 51373 Aluminum Bethgon II Coal Car Johnstown America 16 PNJX 51373 Aluminum Bethgon II Coal Car Johnstown America 17 PNJX 51373 Aluminum Bethgon II Coal Car Johnstown America 18 PNJX 51375 Aluminum Bethgon II Coal Car Johnstown America 19 PNJX 51376 Aluminum Bethgon II Coal Car Johnstown America 19 PNJX 51376 Aluminum Bethgon II Coal Car Johnstown America 19 PNJX 51378 Aluminum Bethgon II Coal Car Johnstown America 19 PNJX 51380 Aluminum Bethgon II Coal Car Johnstown America 19 PNJX 51380 Aluminum Bethgon II Coal Car Johnstown America 19 PNJX 51381 Aluminum Bethgon II Coal Car Johnstown America 19 PNJX 51384 Aluminum Bethgon II Coal Car Johnstown America 19 PNJX 51386 Aluminum Bethgon II Coal Car Johnstown America 19 PNJX 51386 Aluminum Bethgon II Coal Car Johnstown America 19 PNJX 51386 Aluminum Bethgon II Coal Car Johnstown America 19 PNJX 51386 Aluminum Bethgon II Coal Car Johnstown America 19 PNJX 51389 Aluminum Bethgon II Coal Car Johnstown America 19 PNJX 51399 Aluminum Bethgon II Coal Car Johnstown America 19 PNJX 51399 Aluminum Bethgon II Coal Car Johnstown America 19 PNJX 51399 Aluminum Bethgon II Coal Car Johnstown America 19 PNJX 51399 Aluminum Bethgon II Coal Ca	Count		-	-	Manufacturer
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49 PNJX 51408 Aluminum Bethgon II Coal Car Johnstown America	48	PNJX		<u> </u>	•
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EXHIBIT A

Unit AAR Reporting				
Count		Mark	Car Type	Manufacturer
51	PNJX	51410	Aluminum Bethgon II Coal Car	Johnstown America
52	PNJX	51411	Aluminum Bethgon II Coal Car	Johnstown America
53	PNJX	51412	Aluminum Bethgon II Coal Car	Johnstown America
54	PNJX	51413	Aluminum Bethgon II Coal Car	Johnstown America
55	PNJX	51414	Aluminum Bethgon II Coal Car	Johnstown America
56	PNJX	51415	Aluminum Bethgon II Coal Car	Johnstown America
57	PNJX	51416	Aluminum Bethgon II Coal Car	Johnstown America
58	PNJX	51417	Aluminum Bethgon II Coal Car	Johnstown America
59	PNJX	51418	Aluminum Bethgon II Coal Car	Johnstown America
60	PNJX	51419	Aluminum Bethgon II Coal Car	Johnstown America
61	PNJX	51420	Aluminum Bethgon II Coal Car	Johnstown America
62	PNJX	51421	Aluminum Bethgon II Coal Car	Johnstown America
63	PNJX	51422	Aluminum Bethgon II Coal Car	Johnstown America
64	PNJX	51423	Aluminum Bethgon II Coal Car	Johnstown America
65	PNJX	51424	Aluminum Bethgon II Coal Car	Johnstown America
66	PNJX	51425	Aluminum Bethgon II Coal Car	Johnstown America
67	PNJX	51426	Aluminum Bethgon II Coal Car	Johnstown America
68	PNJX	51427	Aluminum Bethgon II Coal Car	Johnstown America
69	PNJX	51428	Aluminum Bethgon II Coal Car	Johnstown America
70	PNJX	51429	Aluminum Bethgon II-Coal Car	Johnstown America
71 ,	PNJX	51430	Aluminum Bethgon II Coal Car	Johnstown America
72	PNJX	51431	Aluminum Bethgon II Coal Car	Johnstown America
73	PNJX	51432	Aluminum Bethgon II Coal Car	Johnstown America
74	PNJX	51433	Aluminum Bethgon II:Coal Car	Johnstown America
75	PNJX	51434	Aluminum Bethgon II Coal Car	Johnstown America
76	PNJX	51435	Aluminum Bethgon II Coal Car	Johnstown America
77	PNJX	5.1436	Aluminum Bethgon II Coal Car	Johnstown America
78	PNJX	51437	.Aluminum Bethgon II Coal Car	Johnstown America
79	PNJX	51438	Aluminum Bethgon II Coal Car	Johnstown America
80	PNJX	51439	Aluminum Bethgon II-Coal Car	Johnstown America
81	PNJX	51 <u>4</u> 40	Aluminum Bethgon II Coal Car	Johnstown America
82	PNJX	51441	Aluminum Bethgon II Coal Car	Johnstown America
83	PNJX	51442	Aluminum Bethgon II Coal Car	Johnstown America
84	PNJX	51443	Aluminum Bethgon II Coal Car	Johnstown America
85	PNJX	51444	Aluminum Bethgon II Coal Car	Johnstown America
86	PNJX	51445	Aluminum Bethgon II Coal Car	Johnstown America
87	PNJX	51446	Aluminum Bethgon II Coal Car	Johnstown America
88	PNJX	51447	Aluminum Bethgon II Coal Car	Johnstown America
89	PNJX	51448	Aluminum Bethgon II Coal Car	Johnstown America
90	PNJX	51449	Aluminum Bethgon II Coal Car	Johnstown America
91	PNJX	51,450	Aluminum Bethgon II Coal Car	Johnstown America
92 93	PNJX PNJX	51451	Aluminum Bethgon II Coal Car	Johnstown America
93 94		51452 51453	Aluminum Bethgon II Coal Car	Johnstown America
9 4 95	PNJX		Aluminum Bethgon II Coal Car	Johnstown America
95 96	PNJX PNJX	51454 51455	Aluminum Bethgon II Coal Car	Johnstown America Johnstown America
90 97	PNJX	51456	Aluminum Bethgon II Coal Car Aluminum Bethgon II Coal Car	Johnstown America Johnstown America
98	PNJX	51457	Aluminum Bethgon II Coal Car	Johnstown America
99	PNJX	51457 51458	Aluminum Bethgon II Coal Car	Johnstown America
синрвога		51458 51459	Aluminum Bethgon II Coal Car	Johnstown America
100	1 1407	3 1733	Administra penigon il Coal Cal	Animarossi Villering

EXHIBIT A

Unit	AAF	Reportin	g	
Count		lark	Car Type	Manufacturer
			om 17po	
101	PNJX	51460	Aluminum Bethgon II Coal Car	Johnstown America
102	PNJX	51461	Aluminum Bethgon II Coal Car	Johnstown America
103	PNJX	51462	Aluminum Bethgon II Coal Car	Johnstown America
104	PNJX	51463	Aluminum Bethgon II Coal Car	Johnstown America
105	PNJX	51464	Aluminum Bethgon II Coal Car	Johnstown America
106	PNJX	51465	Aluminum Bethgon II Coal Car	Johnstown America
107	PNJX	51466	Aluminum Bethgon II Coal Car	Johnstown America
108	PNJX	51467	Aluminum Bethgon II Coal Car	Johnstown America
109	PNJX	51468	Aluminum Bethgon II Coal Car	Johnstown America
110	PNJX	51469	Aluminum Bethgon II Coal Car	Johnstown America
111	PNJX	51470	Aluminum Bethgon II Coal Car	Johnstown America
112	PNJX	51471	Aluminum Bethgon II,Coal.Car	Johnstown America
113	PŅJX	51472	Aluminum Bethgon II Coal Car	Johnstown America
114	PNJX	51473	Aluminum Bethgon II Coal Car	Johnstown America
115	PNJX	51474	Aluminum Bethgon II Coal Car	Johnstown America
116	PNJX	51475	Aluminum Bethgon II Coal Car	Johnstown America
117	PNJX	51476	Aluminum Bethgon, Il Coal Car	Johnstown America
118	PNJX	51477	Aluminum Bethgon II Coal Car	Johnstown America
119	PNJX	51478	Aluminum Bethgon II Coal Car	Johnstown America
120	PNJX	51479	Aluminum Bethgon II Goal Car	Johnstown America
121	PNJX	51480	Aluminum Bethgon II Coat Car	Johnstown America
122	PNJX	51481	Aluminum Bethgon II Coal Car	Johnstown America
123	PNJX	51482	Aluminum Bethgon II Coal Car	Johnstown America
124	PNJX	51483	Aluminum Bethgon II-Coal Car	Johnstown America
125	PNJX	51484	Aluminum Bethgon II Coal Car	Johnstown America
126	PNJX	51485	Aluminum Bethgon II Coal Car	Johnstown America
127	PNJX	51486	Aluminum Bethgon II Coal Car	Johnstown America
128	PNJX	51487	Alumınum Bethgon II Coál Car	Johnstown America
129	PNJX	51488	Aluminum Bethgon II Coal Car	Johnstown America
130	PNJX	51489	Aluminum Bethgon II Coal Car	Johnstown America

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CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the
District of Columbia, do hereby certify under penalty of perjury that I have compared the
attached copy with the original thereof and have found the copy to be complete and
identical in all respects to the original document.

Dated:

Robert W. Alvord

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate or limited partnership authority, has caused this Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 13, to be duly executed in its corporate or limited partnership name by its officers or partners, thereunto duly authorized, all as of July 29, 2005.

LESSOR.

GENERAL ELECTRIC RAILCAR SERVICES CORPORATION

Name: James N. Muday

Title. Vice President LESSEE:

NRG POWER MARKETING INC.

Name: Ershel C. Redd

Chairman, President and CEO

Title: NRG Power Marketing Inc.